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Lawson Williams, and Anne Shen Smith*

[Additional counsel in signature block]

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION**

WILLIAMS, derivatively on behalf of PG&E  
CORP. and PACIFIC GAS AND ELECTRIC  
COMPANY,

Plaintiff,

v.

ANTHONY F. EARLEY, JR., JASON P.  
WELLS, GEISHA J. WILLIAMS, PATRICK  
M. HOGAN, JULIE M. KANE, DINYAR B.  
MISTRY, DAVID S. THOMASON, LEWIS  
CHEW, FRED J. FOWLER, MARYELLEN  
C. HERRINGER, JEH C. JOHNSON,  
RICHARD C. KELLY, ROGER H. KIMMEL,  
RICHARD A. MESERVE, FORREST E.  
MILLER, ERIC D. MULLINS, ROSENDO G.  
PARRA, BARBARA L. RAMBO, ANNE  
SHEN SMITH, NICKOLAS  
STAVROPOULOS, AND BARRY LAWSON  
WILLIAMS,

Defendants,

and

PG&E CORPORATION and PACIFIC GAS  
AND ELECTRIC COMPANY,

Nominal Defendant.

Case No. 5:18-cv-07128-EJD

**STIPULATION AND  
[PROPOSED] ORDER  
SUBSTITUTING THE PG&E  
FIRE VICTIM TRUST AS  
PLAINTIFF**

**CURRENT CMC DATE: JAN. 21, 2021**

1           **WHEREAS**, on December 21, 2018, Plaintiff Ron Williams (“Plaintiff”) filed the  
2 present shareholder derivative complaint on behalf of Nominal Defendants PG&E  
3 Corporation and Pacific Gas and Electric Company (“PG&E”) against the Individual  
4 Defendants;<sup>1</sup>

5           **WHEREAS**, on January 29, 2019, PG&E commenced a voluntary Chapter 11 proceeding  
6 (the “Chapter 11 Cases”) in the United States Bankruptcy Court for the Northern District of  
7 California (the “Bankruptcy Court”);

8           **WHEREAS**, on February 1, 2019, PG&E filed a Notice of Suggestion of Pendency of  
9 Bankruptcy, informing the Court of the Chapter 11 Cases and advising that the above-captioned  
10 matter had been automatically stayed pursuant to Section 362(a) of the Bankruptcy Code (the  
11 “Automatic Stay”);

12           **WHEREAS**, in light of the Automatic Stay, the parties previously stipulated to continue  
13 the Case Management Conference (“CMC”) several times, and a CMC is currently set for January  
14 21, 2021;

15           **WHEREAS**, on June 20, 2020, the Bankruptcy Court entered an order [Dkt. No. 8053]  
16 (the “Confirmation Order”) confirming the Debtors’ and Shareholder Proponents’ Joint Chapter  
17 11 Plan of Reorganization Dated June 19, 2020 [Dkt. No. 8048] (as it may be amended, modified,  
18 or supplemented and together with any exhibits or schedules thereto, the “Plan”);

19           **WHEREAS**, the Effective Date for the Plan was July 1, 2020;<sup>2</sup>

20           **WHEREAS**, pursuant to the Plan and the Confirmation Order, as of the Effective Date,  
21 certain of the claims against PG&E’s former officers and directors were assigned to the PG&E  
22 Fire Victim Trust, as set forth in the Confirmation Order and Plan (such assigned claims, the  
23 “Assigned D&O Rights and Causes of Action”);

24 \_\_\_\_\_  
25 <sup>1</sup> The “Individual Defendants” named in the complaint include: Anthony F. Earley, Jr., Jason P.  
26 Wells, Geisha J. Williams, Patrick M. Hogan, Julie M. Kane, Dinyar B. Mistry, David S.  
27 Thomason, Lewis Chew, Fred J. Fowler, Maryellen C. Herringer, Jeh C. Johnson, Richard C.  
28 Kelly, Roger H. Kimmel, Richard A. Meserve, Forrest E. Miller, Eric D. Mullins, Rosendo G.  
Parra, Barbara L. Rambo, Anne Shen Smith, Nickolas Stavropoulos, and Barry Lawson Williams.

<sup>2</sup> Terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

1           **WHEREAS**, Justice John Trotter (Ret.) has been appointed as the Trustee of the PG&E  
2 Fire Victim Trust, with full authority to pursue the Assigned D&O Rights and Causes of Action  
3 on behalf of the PG&E Fire Victim Trust consistent with the terms of the PG&E Fire Victim Trust  
4 Documents and the Plan and Confirmation Order, and has retained Cotchett, Pitre & McCarthy,  
5 LLP; Bottini & Bottini, Inc.; Walkup, Melodia, Kelly & Schoenberger; Dreyer, Babich, Buccola,  
6 Wood, Campora LLP; and Corey, Luzaich, de Ghetaldi & Riddle LLP to represent the Fire Victim  
7 Trust with respect to certain of the claims in this case and related cases against the former officers  
8 and directors;

9           **WHEREAS** the Ron Williams has agreed that it is appropriate to substitute the Trust for  
10 him as Plaintiff in this case;

11           **WHEREAS** the Individual Defendants consent to the substitution agreed between Ron  
12 Williams and the Trust, provided that such substitution is without prejudice to their positions and  
13 defenses vis-à-vis Plaintiff, the Trust and/or PG&E in the case and any other putative derivative  
14 cases currently pending or filed in the future, and including, but not limited to, challenges to the  
15 propriety and sufficiency of the complaint and/or any future amended or consolidated complaints,  
16 the standing of Plaintiff or the Trust to have asserted or in the future assert any claims, and the  
17 timeliness of any claims that have been asserted or will be asserted in the future, all of which are  
18 expressly reserved and preserved;

19           **NOW, THEREFORE**, the parties stipulate and respectfully request that the Court enter  
20 the [proposed] order providing as follows:

- 21           1. John Trotter, Trustee of the PG&E Fire Victim Trust shall be substituted as the  
22           Plaintiff in this case, and his undersigned counsel is substituted as counsel for  
23           Plaintiff, such substitution being without prejudice to the parties' respective positions  
24           and defenses in the case, all of which are expressly reserved and preserved; and
- 25           2. Directing the clerk to change the caption of the case to be *John Trotter, Trustee of*  
26           *the PG&E Fire Victim Trust, Plaintiff v. Earley et al.*, Case No. 5:18-cv-04698-EJD.

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**IT IS SO STIPULATED.**

Dated: January 7, 2021

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Dated: January 7, 2021

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Dated: January 7, 2021

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DATED: January 7, 2021

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1  
2 Dated: January 7, 2021

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*Attorneys for Plaintiff John Trotter, Trustee of the  
PG&E Fire Victim Trust*

Pursuant to stipulation of the parties,

EDWARD J. DAVILA  
UNITED STATES DISTRICT COURT JUDGE

1 **ATTESTATION CLAUSE**

2 I, Stephen P. Blake, am the ECF User whose identification and password are being used to file  
3 this Stipulation and [Proposed] Order Substituting the Fire Victim Trust as Plaintiff. I hereby  
4 attest that the above-signed counsel have concurred in this filing. I declare under penalty of  
5 perjury under the laws of the United States of America that the foregoing is true and correct.  
6 Executed this 7th day of January, 2021 at San Francisco, California.

7  
8 SIMPSON THACHER & BARTLETT LLP

9 By: /s/ Stephen Blake  
10 Stephen P. Blake

11 *Attorneys for Defendants Lewis Chew, Fred*  
12 *J. Fowler, Richard C. Kelly, Roger H.*  
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